BK 1349PG 0722

Prepared by and return to: Cochran, Uhlmann, Abney, Duck, & Wright, Attorneys, 150 Court Avenue, Second Floor, Memphis, Tennessec 38103 (901) 525-2426

SUBSTITUTION OF TRUSTEE

WHEREAS, on the 19th day of June, 2000, James T. Hill, Jr., executed a Deed of Trust to Bill R. McLaughlin, as Trustee, with Union Planters Bank, National Association, also known as Union Planters National Bank, as beneficiary, which Deed of Trust is recorded in the Chancery Clerk's Office of DeSoto County, Mississippi, in T.D. Book 1229, Page 172; and said Deed of Trust conveys to the Trustee the following described property, to wit:

Lot 92, Section "B", Autumn Woods Subdivision situated in Section 19, Township 1 South, Range 7 West, City of Southaven, DeSoto County, Mississippi as per plat recorded in Plat Book 35, Page 40 DeSoto County Chancery Clerk's Office of DeSoto County, Mississippi.

Parcel No. 1074-1916.0-00092.00

Property also known as:

8154 Leaf Cove, Southaven, Mississippi 38671

WHEREAS, Union Planters Bank, National Association, the owner and holder of the indebtedness described in the Deed of Trust, has declared the said Deed of Trust due and payable, the said grantor having defaulted in the payment of the note as described in the Deed of Trust; and

WHEREAS, the Trustee named herein is now unable to act.

NOW, THEREFORE, Union Planters Bank, National Association by these presents, substitutes for Bill R. McLaughlin, and in his place and stead, T. Robert Abney or Robert F. Uhlmann of Shelby County, Tennessee, as Substitute Trustee and the said Substitute Trustee is clothed with all powers granted to the Trustee in the Deed of Trust.

IN WITNESS, WHEREOF, Union Planters Bank, National Association, through its duly authorized Senior Vice President has executed this Substitution of Trustee Agreement this ______ day of _______, 2001.

Union Planters Bank, National Association

Marsh Campbell, Senior Vice President

STATE MS.-DESOTO CO.

Jul 3 2 36 PM '01

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, the undersigned Notary Public in the State and County aforementioned, personally appeared Marsh Campbell with whom I am personally acquainted, and who, upon oath, acknowledges that he is the Senior Vice President of Union Planters Bank, National Association, the within named bargainor, and that as such Senior Vice President being authorized so to do, executed the foregoing instrument for the purposes therein contained by the said Marsh Campbell subscribing thereto the name of the corporation by himself as Senior Vice President.

WITNESS, my hand and notarial seal at office this _27 day _____, 2001

NOTARY PUBLIC

My Commission Expires:

MY COMMISSION EXPIRES DEC. 30, 2002

